

Werner Karl William  
Form 4  
June 12, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Werner Karl William

2. Issuer Name and Ticker or Trading Symbol  
RITCHIE BROS AUCTIONEERS INC [RBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
06/08/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Ch. Op. & Supp. Dev. Officer

C/O RITCHIE BROS.  
AUCTIONEERS INC., 9500  
GLENLYON PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

BURNABY, A1 V5J 0C6

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares	06/08/2018		S		3,390	D	\$ 35.49	3	I	Employee Stock Purchase Plan
Common Shares	06/08/2018		M		3,827	A	\$ 21.82	3,827	D	
Common Shares	06/08/2018		M		9,600	A	\$ 25.91	13,427	D	
Common Shares	06/08/2018		M		9,500	A	\$	22,927	D	

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Shares						23.44		
Common Shares	06/08/2018		M	13,600	A	\$ 21.34	36,527	D
Common Shares	06/08/2018		M	16,284	A	\$ 22.46	52,811	D
Common Shares	06/08/2018		M	26,222	A	\$ 24.07	79,033	D
Common Shares	06/08/2018		M	19,848	A	\$ 24.84	98,881	D
Common Shares	06/08/2018		S	98,881	D	\$ 35.52	0	D
Common Shares							27,896	I
								Long Term Investment Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.82	06/08/2018		M	3,827	<u>(1)</u> 03/11/2020	Common Shares 3,827
Employee Stock Option (Right to Buy)	\$ 25.91	06/08/2018		M	9,600	<u>(2)</u> 03/03/2021	Common Shares 9,600
	\$ 23.44	06/08/2018		M	9,500	<u>(3)</u> 03/06/2022	9,500

Employee Stock Option (Right to Buy)								Common Shares	
Employee Stock Option (Right to Buy)	\$ 21.34	06/08/2018	M	13,600	<u>(4)</u>	03/05/2023	Common Shares	13,600	
Employee Stock Option (Right to Buy)	\$ 22.46	06/08/2018	M	16,284	<u>(5)</u>	03/11/2024	Common Shares	16,284	
Employee Stock Option (Right to Buy)	\$ 24.07	06/08/2018	M	26,222	<u>(6)</u>	03/02/2026	Common Shares	26,222	
Employee Stock Option (Right to Buy)	\$ 24.84	06/08/2018	M	19,848	<u>(7)</u>	03/10/2025	Common Shares	19,848	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Werner Karl William C/O RITCHIE BROS. AUCTIONEERS INC. 9500 GLENLYON PARKWAY BURNABY, A1 V5J 0C6			Ch. Op. & Supp. Dev. Officer	

## Signatures

/s/ Maria Teresa Punsalan attorney-in-fact for Karl William  
Werner

06/12/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option was granted on March 11, 2010 and vested in three equal annual installments beginning on March 11, 2011.
  - (2) The option was granted on March 3, 2011 and vested in three equal annual installments beginning on March 3, 2012.

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- (3) The option was granted on March 6, 2012 and vested in three equal annual installments beginning on March 6, 2013.
- (4) The option was granted on March 5, 2013 and vested in three equal annual installments beginning on March 5, 2014.
- (5) The option was granted on March 11, 2014 and vested in three equal annual installments beginning on March 11, 2015.
- (6) The option was granted on March 2, 2016 and vested in three equal annual installments beginning on March 2, 2017.
- (7) The option was granted on March 10, 2015 and vested in three equal annual installments beginning on March 10, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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